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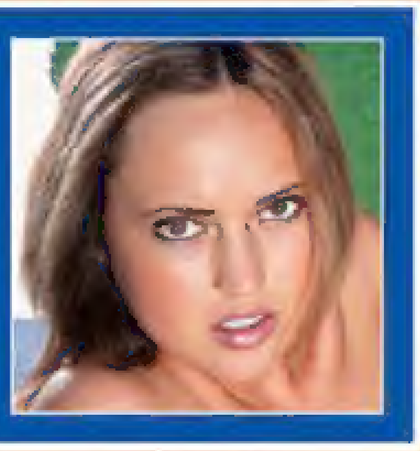

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CONTENTS

4 **MADELINE**
BOOTY ON THE BRAIN

14 **DEAR BARELY LEGAL**

20 **BARELY LEGAL NEWS FLASHES**

22 **JANIE**
BJs AIN'T EASY

30 **BREA BENNETT**
BEFORE SHE WAS FAMOUS

38 **MALLORY**
REBEL WITHOUT A RAZOR

45 **TWENTY**
NEW HARD-CORE COMIC STRIP!

52 **AVERY**
BE THE BOSS OF ME

58 **LACEY**
BARELY LEGAL TEEN QUEEN OF THE MONTH

68 **LAURA**
BENDING OVER BACKWARD

76 **BARELY LEGAL SLUMBER PARTY**

78 **SIERRA**
WIDE-OPEN SPACES

84 **KIM & JULIANA**
GAME ON!

92 **BARELY LEGAL BOX OFFICE**

94 **JADE**
BED HEAD

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MADELINE

BOOTY ON THE BRAIN

Hey, it's Lindsey. You guys, remember our December 2004 Teen Queen of the Month, Madeline? She's now 19 and a freshman in college, but she's still a hot little brainiac.

lindsey: Hey, Madeline! So, how's college?
madeline: Well, I'm studying psychology, which is awesome, and I *love* living in Southern California. Although sometimes I'd like to go back to Idaho and study the girls from my high school and find out why they're so uptight.
lindsey: Oh, yeah—they kind of gave you a hard time about posing nude.
madeline: They called me a slut! But that won't happen this time. College is *totally* different from high school. Everybody is a lot more open-minded and, like, experimental.
lindsey: How have you experimented?
madeline: Well, I finally had sex with a girl.
lindsey: Cool! Did you have lezzie feelings before college?
madeline: No. And even when I first got here, I didn't. But I planned to try sex with a girl anyway because you have to try everything once.
lindsey: How did it happen the first time?
madeline: One night I was in bed, and my roommate Talia crawled in with me. She said she was having a bad dream.
lindsey: What a scam!
madeline: Whatever. She's hot, and I wanted to see what would happen. I put my arms around her to, like, "comfort" her, and her boobs squished into mine. She has big titties, but I could totally feel her heart beating really hard. And then *my* heart was beating really hard, and we kissed.
lindsey: Did you like kissing a girl?
madeline: I liked it right away! I liked her soft lips. I liked her *other* lips, too!
lindsey: You went down on her the first time?
madeline: Yes, we licked each other all night long. It was *amazing*. And the cool thing is, we both like guys, but whenever we can't find hot guys to hook up with, we have each other.
lindsey: What else have you tried for the first time in college?
madeline: Butt sex! It happened by accident, but I'm glad.
lindsey: By accident? What, a penis fell into your butthole?
madeline: In a way. I was fucking this guy Logan doggy-style, and I was really super duper wet 'cause I get so turned on in that position. Well, I was *so* wet, and he was fucking me *so* hard, his cock slid right up into my asshole! He didn't mean it, but it felt awesome, so I let him keep it there.
lindsey: You know, for such a smarty, you get scammed a lot.
madeline: What makes you think *I'm* the one being scammed? ★

photography by dave naz

"His cock slid right up into my asshole!"

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Dear BARELY LEGAL,
Your January 2006 edition is terrific! Keri has it going on! She proudly spreads her wonderful pussy lips. My cock gets hard just thinking about her. Keri would be wonderful in a short skirt, squatting down at the supermarket showing off her beautiful, bald pussy again.

Now, Melissa seems a little shy. I liked her touching her pretty cunt, but she just didn't spread her lips. (I still jacked off to her layout, however.)

Please keep up the good work. I'm hoping to see some cute peeholes in action in your February 2006 edition. Maybe Keri could help Melissa spread her pussy lips while she pees.

Time to go jack off with Keri again. I've got photos if she wants to see proof.

A Fan
Virginia

As a matter of fact, a cutie-pie named Karlie totally peed for the camera in our February issue. I hope you didn't miss it! ***—Lindsey***

Dear BARELY LEGAL,
Occasionally in a girlie magazine I come across a "sleeper," which means a girl who at first appears to be just one of many sexy models and who doesn't really stand out from all the others. But after a while, and after I have shot several loads of cum over all the girls, one of them continues to excite me and continues to give me great hard-ons, while the others kind of become just ordinary pretty girls. That one sexpot is what I call a sleeper.

In the January 2006 BARELY LEGAL, that one is lovely, dark-haired Marie, with her welcoming and happy smile in every picture, her gleaming eyes that reach right into my heart, her perfect teeth and lustrous, long hair. And that's only her face! The way she wears her red top and blue panties to frame and accentuate the perkiest tits I have seen in several months, her luscious areolas and her delightful pussy....

Sometimes I start to jack off over one of the other girls, but I always return to Marie's adorable face and body for that final moment of ecstasy when I come. And Marie does something for me that none of the others, no matter how beautiful they are, can do. Marie makes me hard again within minutes after I shoot my first load, so that I can enjoy her again almost immediately. Thank you, Marie!

M. R.
Pennsylvania

I'm a sleeper—that is so cool! I never thought about it before, but I would <u>much</u> rather be a girl who lasts a long time than a girl who makes a big splash and then disappears from your brain. Thanks, M. R.! ***—Marie***

Dear Megan,
I saw your layout in the recent issue of *Best of BARELY LEGAL*. You are one hot blonde. I would love to get it on with you. I would lick your sweet snatch till you couldn't take any more, then ram you and eat you even more.

Do you have any pictures to spare besides your layout?

J. D.
Pennsylvania

Sorry, J. D., I don't have pictures to spare. But I did do another pictorial, if you want to check it out. It's going to be in the July issue. I did it different this time. Instead of being all glammed up, I'm in a swimming pool! Did you know that it's a total turn-on to be naked in a pool? ***—Megan***

Dear Brooke,
I wanted to let you know that I enjoyed your layout (January 2006), and I totally enjoyed the '80s leg warmers you were wearing. Don't feel bad about not following the latest styles. You were wearing something that you really enjoyed, and I really enjoy a girl who can wear leg warmers and be sexy in them.

Also, your body is really hot, especially your butt. If I were to meet you in person, I hope you would wear those cool leg warmers, because I am a big fan of the '80s as well. You also have a great smile and a great body. Do you work out?

If you and I went out on a date, I'd take you to dinner and take you to a hotel and make out and give you some of that doggy-style sex. Of course, I would want you to wear those leg warmers you wore in your layout. And I would also like for you to sit on my face so I could eat you out and give

you a good rimming while wearing your leg warmers.

You're totally cool, Brooke! Also, you are really rockin' in those leg warmers. Remember: I think you look hot in them! If you do another pictorial, wear the leg warmers for me. Thanks!

J. G.
New Jersey

Wow! I don't know if I'll be doing another pictorial, but I do know I'm going to wear my leg warmers all the time now! Even in the summer!
—Brooke

Dear Lindsey,
I've been reading BARELY LEGAL for a long time. You seem to get prettier with each issue.

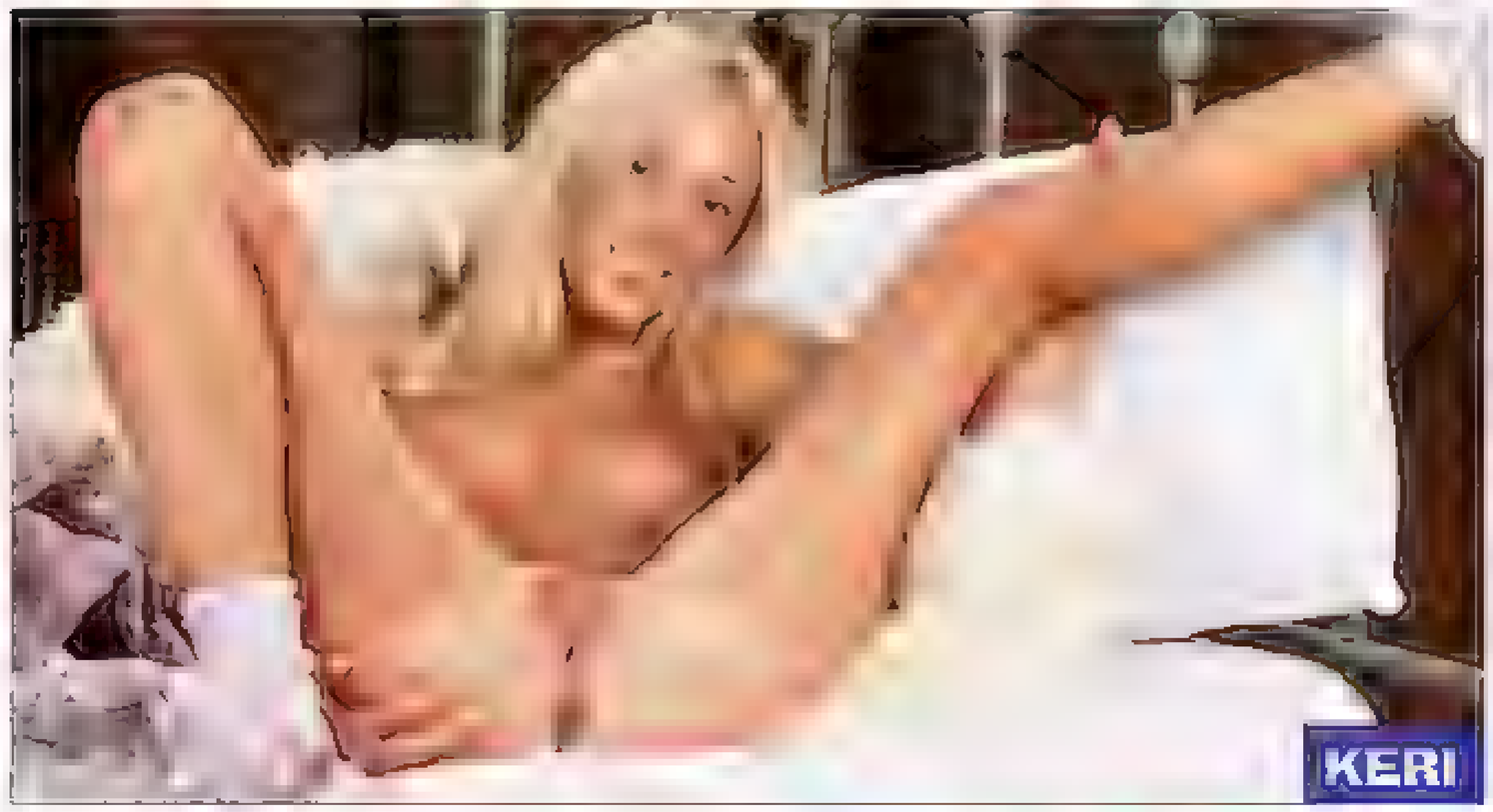
What is your favorite style of panties and what color? I love any color in cotton, especially cotton prints. It would be really cool if you could send me an autographed photo of you in your hottest pose, with and without your hottest cotton panties. Then send me your heavenly scented panties. *Please*, I'm beggin' you.

Well, that's all I have to say for now. Keep those hotties coming.

Your devoted fan,
D. P.
Wisconsin

Hmm. I guess I would have to say I like pink panties the best. Bikini, not thong. (You have to leave a little to the imagination!)

But anyway, I can't send them to you. I'm sorry!! But hopefully you might like Siena. She's going to give away her panties next month, in our July issue! Turn to page 17 to get a sneak peek at Siena and her undies. ***—Lindsey***



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We're going to give away Siena's undies next month! Could you be the winner? Check out our July 2006 issue to see how to enter!

BARELY LEGAL July issue is on sale May 16, 2006

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INSIDE A BARELY LEGAL GIRL

Hey! It's me, Lindsey. I'm so stoked about our June 2006 issue! Do you like the cool new design-y stuff we've done? I swear, it gets me tingly down there when we try new things. It's like buying clothes, but better. But not as good as sex.

The girls this month would totally agree with me, 'cause they are one *horny* bunch. Hottie Madeline (page 4) is using college to experiment with girls and butt sex instead of studying. Well, I guess I don't blame her! Brace face Janie (page 22) refuses to let a mouth full of metal break her BJ habit.

Cute blonde Brea Bennett (page 30) loves sex so much, she does it on camera in *BARELY LEGAL Video #55*. Kim and Juliana lez out for your enjoyment (and theirs!) on page 84. And our Teen Queen of the Month, lusty Lacey (page 58), reveals the secret to making her wet. (*Pssst*—pinch her nipples!)

I would personally love to pinch the nips of Reese Witherspoon and Charlize Theron. Oh, you thought they were serious actresses? They are, but they have serious titties, too! Check out *BARELY LEGAL News Flashes* on page 20.

OMG, I forgot one awesome new thing—our hard-core comic strip, *Twenty*, begins this month on page 45. I've rubbed my pussy to it so many times, I'm out of orgasms!*

I hope our June issue wears *you* out, too!

xxx Lindsey

Lindsey
Special Consulting Editor

*Not really! :)

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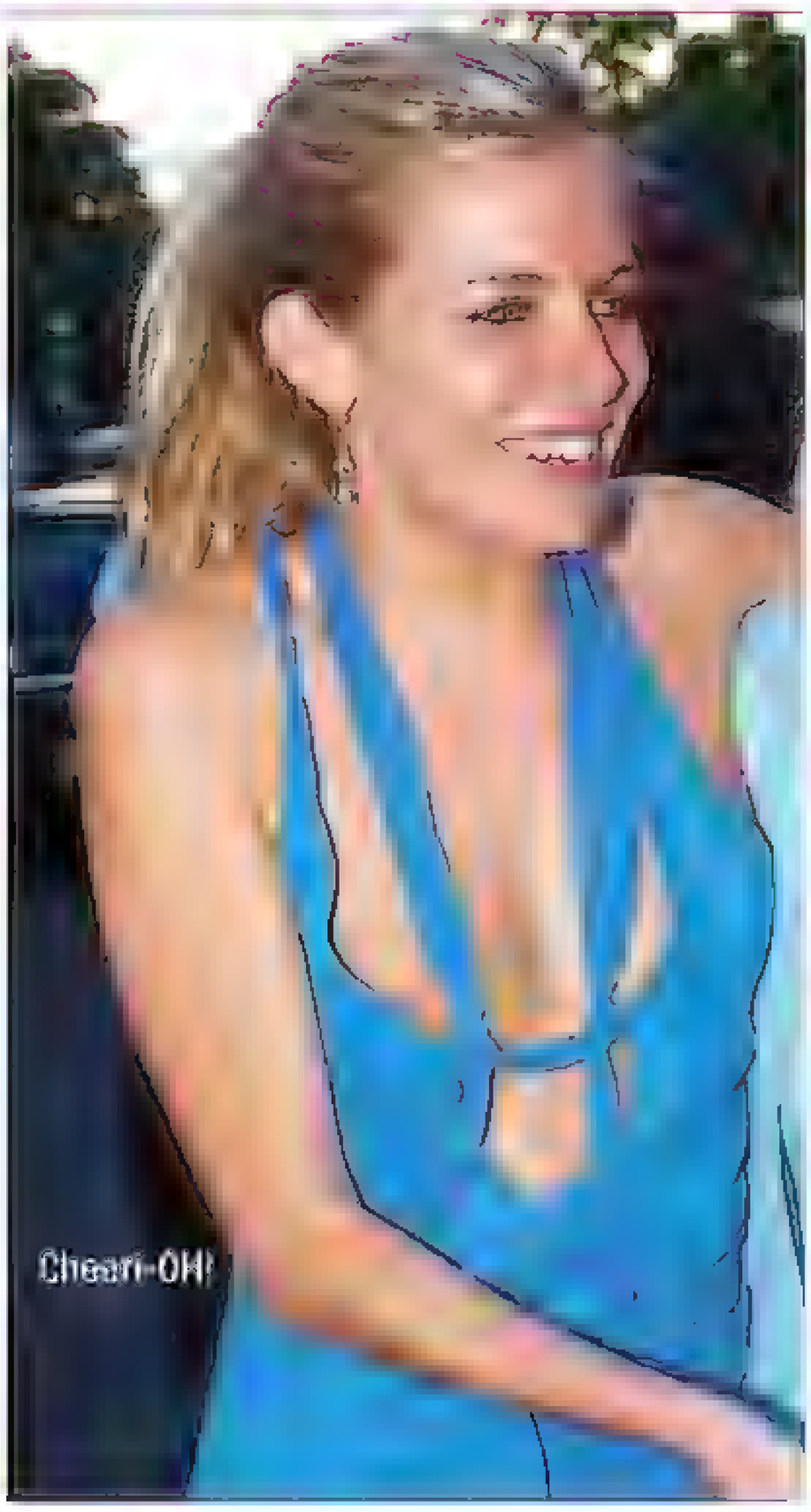
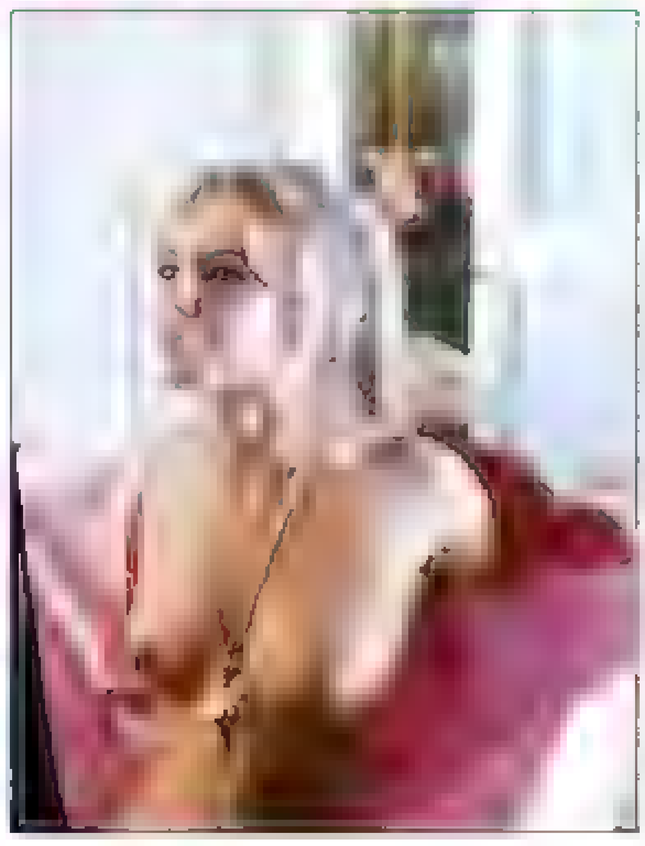
BARELY LEGAL NEWS FLASHES



SIENNA MILLER

HONORARY BARELY LEGAL GIRL OF THE MONTH

Alfie



Courtesy mrskin.com

The thing we love about English girls is they are so, like, not uptight about nudity. Like, we bet if movie starlet Sienna Miller happened to look down and see her nip slipping out of her gown, she'd go, "Oh, bother," and just tuck it back in and not even freak out. She'd probably take her time doing it too, so everybody could get a peek.

Sienna's attitude plus her titty display in *Alfie* (2004) would have already qualified her for our highest honor. But she just won tons of *extra* cool points while making the upcoming movie *Factory Girl*, about '60s artist Andy Warhol and Edie Sedgwick. For one scene, Sienna had to rub her paint-covered boobies on canvases to create artwork. Well, when she was done filming, she took the paintings home and hung them up! Seriously, her own boobs on the walls! Like titty fingerprints!

Sienna, we love you and your tits—now how about the naughty bits?

Alexis in *Gilmore Girls*

Alexis as we imagine her

ALEXIS BLEDEL

Young Celeb Fantasy

There are certain hot but goody-goody young starlets who you just know are never going to get naked. We think one of them is Alexis Bledel, who stars in TV's *Gilmore Girls*. *Duh*, we know she's not going to drop trou on network television. But she didn't even show anything when she played a hooker in *Sin City* (2005)!

Alexis, we think you're a total tease! But at least we can *imagine* what you look like bare-assed.

Which young celebrities would *you* like to see? Let us know! Write to BARELY LEGAL Celeb Fantasy, 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211.

DISCLAIMER: Parody picture: no such picture of Alexis Bledel actually exists. This composite fantasy picture is altered from the original for our imagination does not depict reality and is not to be taken seriously for any purpose.

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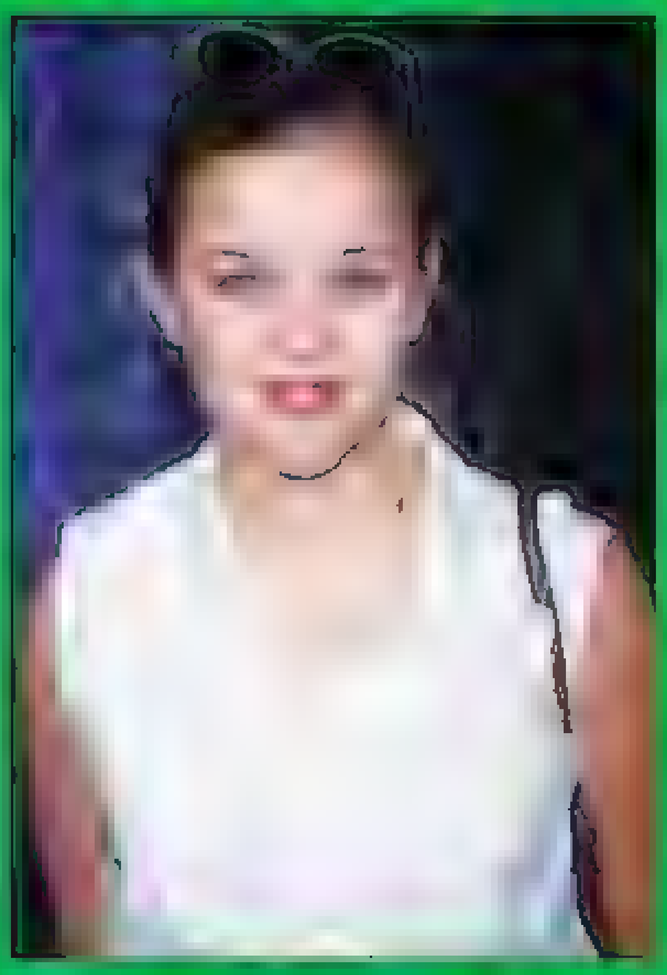
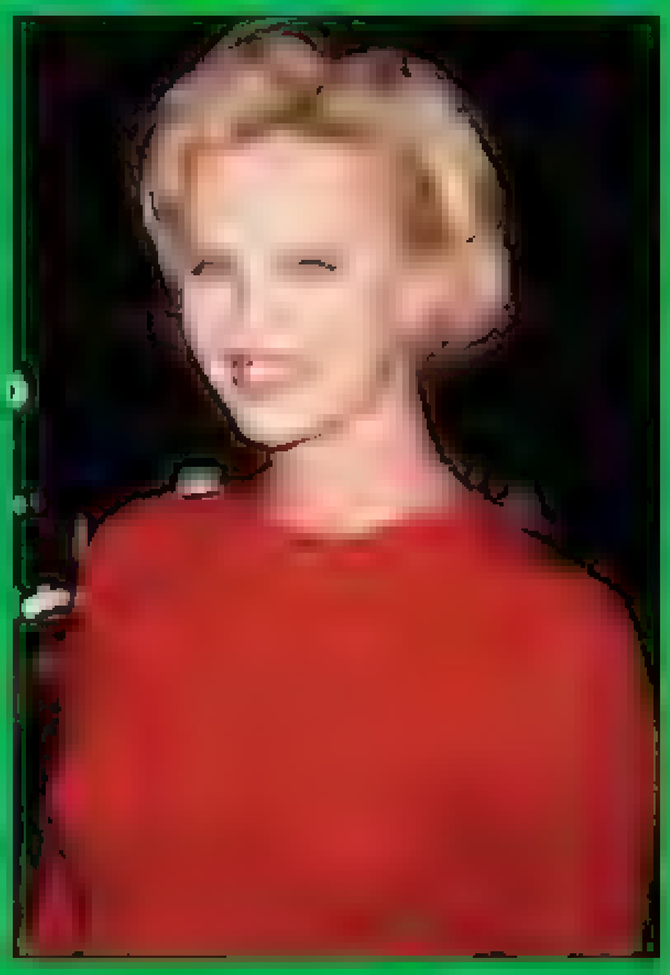




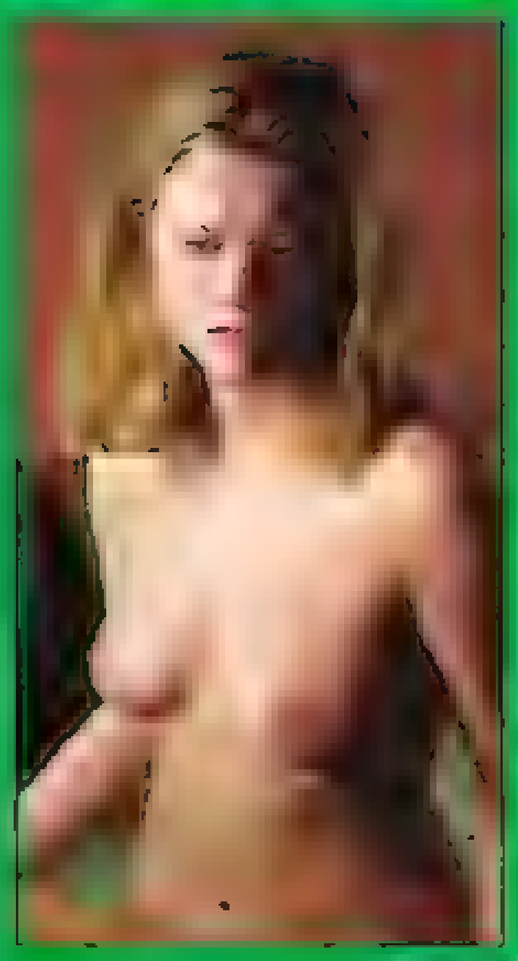
BARELY LEGAL

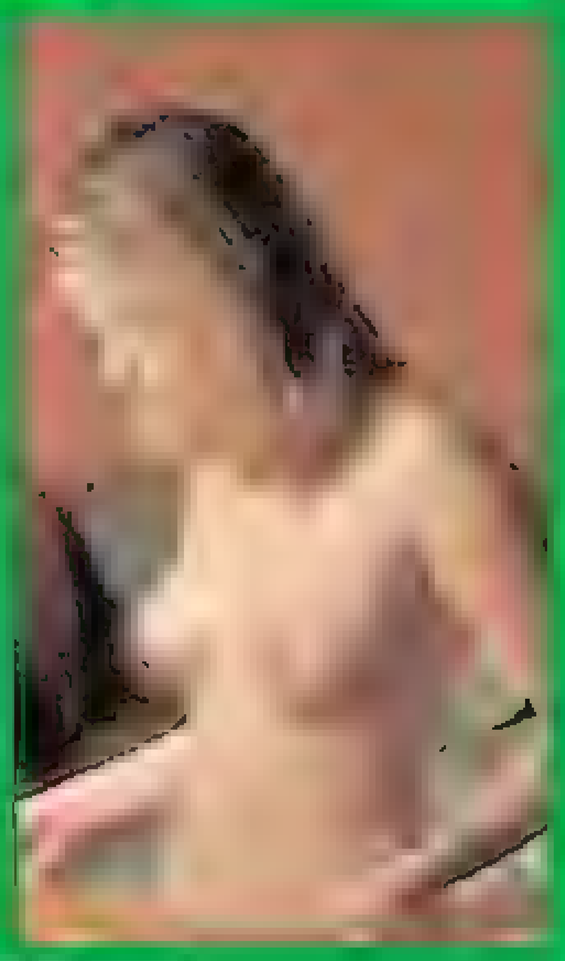
Usually the Academy Awards are boring and filled with a lot of old people, but this year is awesome because two total hotties are nominated for Best Actress: Charlize Theron for *North Country* and Reese Witherspoon for *Walk the Line*. They are both great actresses, so I'm not sure who I want to win.

First of all, Charlize? She is gorgeous and gets naked in practically every one of her movies. The first time she stripped was in her very first major movie, *2 Days in the Valley* (1996). In *The Cider House Rules* (1999) she shows her butt, which makes the movie less boring for five seconds. She was totally naked in 1997 in *The Devil's Advocate*, but she's covered in bloody scratches from sex with Satan, so I don't recommend that one.

Now, Reese is adorable, but she never gets naked—except for *one* time. Back in 1998 she was in a murder mystery called *Twilight*. It was Reese's first adult role, which means she waltzes around with her boobs hanging out. They're nice, as you can see. But are they nice enough to beat Charlize?

Anyway, I don't know who will win Best Actress at the Oscars, but Reese and Charlize both have golden globes in my book.





Reese in *Twilight*

Charlize in *The Cider House Rules*

Charlize in *2 Days in the Valley*

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JANIE

BJs AIN'T EASY

Hey, I'm Janie from Mobile, Alabama. Can I tell you something, and you promise you won't laugh? Or be like my friend Tami and call me a numbskull? Okay. Well. I have braces, and I gave a guy a BJ, and I totally snagged his ball pubes. You promised you wouldn't laugh!

I blame Tami. She was always giving me a hard time about how great she was at blowjobs and how I was 18 and I still hadn't done it. She called me a prude—not true. Anyway, I was sick of hearing it—plus I was curious and horny, too—so I finally went for it with this cute guy Nathan from Algebra II.

I asked Nathan if he wanted to come over to my house and study because we were having a big test, but really because my mom was working late, and Nathan and I would be alone. I was pretty nervous, but more than that, I was tired of feeling lame, so without even saying anything, I put my hand on Nathan's crotch. He looked pretty surprised, but I guess he was stoked. He unzipped his fly and leaned back on the bed.

I wrapped my hand around his dick. I squeezed it, and it got stiff and big, like magic. I was like, *Wow, that's pretty hefty!* But no sweat, right? I've never had any problem sucking down a grape Popsicle—why not a dong? I stuck my tongue out and slurped the tip. It tasted salty-spicy, kind of like Doritos, only on skin instead of chips.

Nathan grunted and pushed my head down until most of his boner was in my mouth. I bobbed up and down. I was slobbering a lot, so it was really slippery. I sucked faster, harder. I got totally carried away. All of a sudden, I heard a yelp. At first I didn't know what was happening. Then I realized I couldn't move because my teeth were tangled in a wad of pubes.

I froze. Nathan's dick was all the way in my mouth, pushing into my throat. If I panicked, I'd either choke or bite his wiener. I was drooling like crazy. Lucky for me, Nathan was calm. We managed to remove his pubes from my braces with minimal damage. It was kind of like threading needles, only backward. I came away with only a couple of curlies snagged in my teeth.

I was freaking out, like, "Dude, did I totally kill your balls?" But Nathan hadn't even lost his boner. In fact, he was hard as ever, and he told me to keep sucking. I was shocked. I was all, "You trust me?" Guess so. Enough to come in my mouth! I swallowed, too. It would be rude not to after what I put him through. Besides, his splooge was pretty tasty.

Now everyone at school calls me the Shredder. Ha, ha. Actually, it's fine. Boys are paying a lot more attention to me than they used to. Maybe soon I'll actually be *good* at BJs. ★

photography by elp studios

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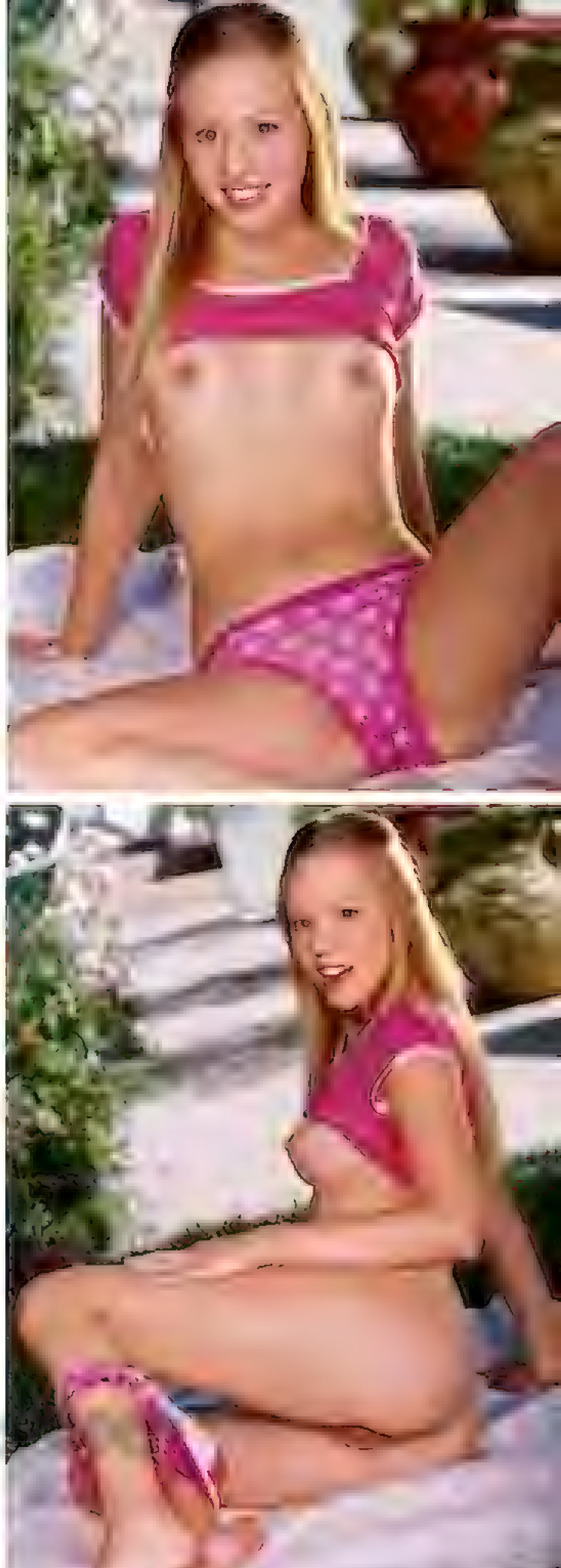
Stormfags.com
"Maybe soon I'll actually be good at BJs."

BREA BENNETT

BEFORE SHE WAS FAMOUS

Hi. It's me, Megan, BARELY LEGAL's award-winning intern. Okay, by *award* I mean Lindsey gives me gold stars! Eighteen-year-old Brea Bennett (pronounced *Bray-uh*) is the big winner. She's literally an overnight sensation after winning Jenna Jameson's *American Sex Star* reality show. These photos were taken just before she became super famous, and I was lucky enough to snag an interview with her afterward. Enjoy!

megan: Hi, Brea. Let's start with some regular questions first. Where are you from?
brea: I'm from Arizona originally, but I recently moved to Orange County, California.
megan: The O.C.? What's that like?
brea: It's not exactly like it is on TV, but it's cool. I just wish the traffic didn't suck!
megan: What's your favorite TV show?
brea: *That '70s Show*, anything on Animal Planet and football games.
megan: Are you into sports?
brea: I love watching football, and I love to golf! I used to play all the time when I lived in Arizona. Lately I've been so busy that I haven't had the chance.
megan: What else are you into?
brea: Singing, modeling, acting, dancing, writing. Growing up, I was a singer in a coffee-shop band. I've been singing since I was three years old. I also write music and play guitar. I took three years of dance in high school—ballet, jazz, modern and a little bit of hip-hop.
megan: Wow! That's some serious superstar training. Did you always want to be a porn star?
brea: I've been in the adult industry for six months now, and I love it! Jenna Jameson is the person I look up to most. I just recently met her, and it was one of the most incredible experiences of my life.
megan: Oh, yeah—congratulations on your big win! You're an official ClubJenna girl now, right?
brea: Yeah! I'm so stoked. Now I'm one of Jenna's sex slaves!
megan: You've also done some movies, including one for BARELY LEGAL Video. What was that like?
brea: It was awesome. The shoot was fun. I did a girl/girl with Kaya Lynn, who's so sexy. I loved playing with her big boobs. We had all these sex toys. I totally did her in the ass with one of those strap-on things!
megan: Wait, you had anal sex? With a girl?
brea: Well, I didn't have anal sex—Kaya did. But we each took turns playing the guy.
megan: Do you consider yourself bisexual?
brea: Definitely! Girls are so sexy. I'll only have sex with girls in my movies—no boys allowed.
megan: What's the craziest thing you've ever done in bed?
brea: *Hmm.* I don't know. I'm not that crazy, really. My sex life is pretty normal.
megan: Have you ever tried anal sex?
brea: No comment!
megan: What are your plans for the future?
brea: I'm about to start filming my first movie for Jenna, and I hope to buy a new home in Arizona so I can hang out with old friends and start living—and golfing—again. ★



See Brea do a girl up the ass in
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"NOW I'M ONE OF
JENNA'S SEX SLAVES."

Mallory

REBEL WITHOUT A RAZOR

What are *you* looking at, punk? Just kidding. Besides, I hope you're looking at me! I'm Mallory. I thought my 18th birthday would never come. Not because I'm a horny slut or anything—well, not *just* because—but because now I'm free to do whatever I want.

It turns out, what I want to do most is have sex! I want to have, like, the wildest, craziest sex imaginable. I haven't actually experimented too much...yet! Just *having* sex is so awesome that I can't imagine needing to "spice it up" with chains and whips and stuff. What's *that* about? Just give me a guy with a big, hard thingie, and we can go at it all night!

Of course, I *love* feeling sexy. What girl doesn't? But I don't wanna be one of those stereotypical girls who's like, you know, bleach blond with fake boobs and faker everything else. I think sexuality is about self-expression. That's why I refuse to shave my bush. I trim it, of course. I don't want it to get all hairy and gross. But I think having fur on your kitty rocks! I haven't gotten any complaints so far.

I've had sex with both guys and girls. I prefer guys, but I *love* being eaten out by a woman. *Omigod!* My friend Carrie is the best cunny linguist ever. But she's so mean! I have to practically beg her to do me. Last time, I even paid her five bucks. I've tried eating girls out, but it's too weird for me. I'm sorry, but I'd rather have a cock in my mouth. Going down on a guy is so, so special. Everyone acts like it's no big deal, but I love it. It's one of my favorite things.

I also love it when guys grab my butt. I was on a date with this guy Michael, and it was going okay, but then he touched my butt on accident, and it was like a jolt of electricity. Literally five seconds later, we were all over each other.

We went back to his parents' place and had sex. I started moaning, and he was like, "Be quiet!" I was all, "You want me to be quiet? Then I'm going to be louder!" I started screaming. My heart was beating a mile a minute. I thought for sure we were going to get busted, but luckily his parents were watching TV super loud so they didn't notice. But that was *so* exciting. Michael did me so hard, and I just let loose. My knees were jelly afterward. I like sweet, romantic fucking, too—don't get me wrong—but right now I'm totally dying to straddle something! ★

photography by d.a. productions

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Graphic novel by Erich Von Gotha

TWENTY

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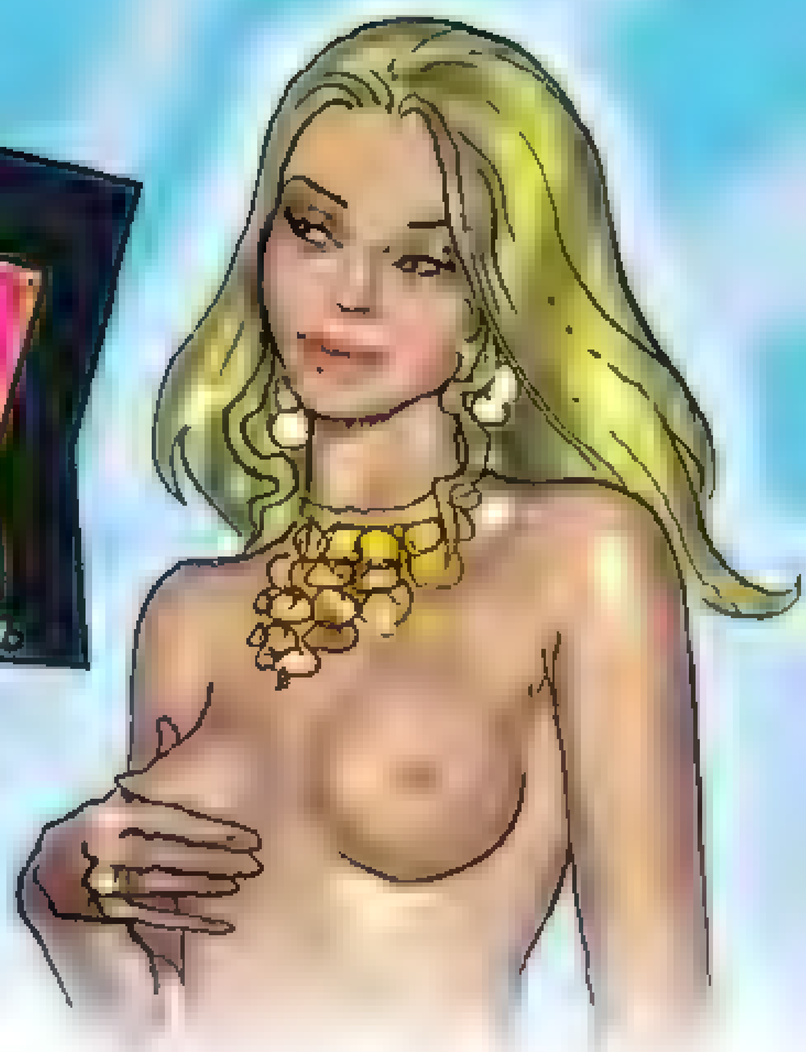
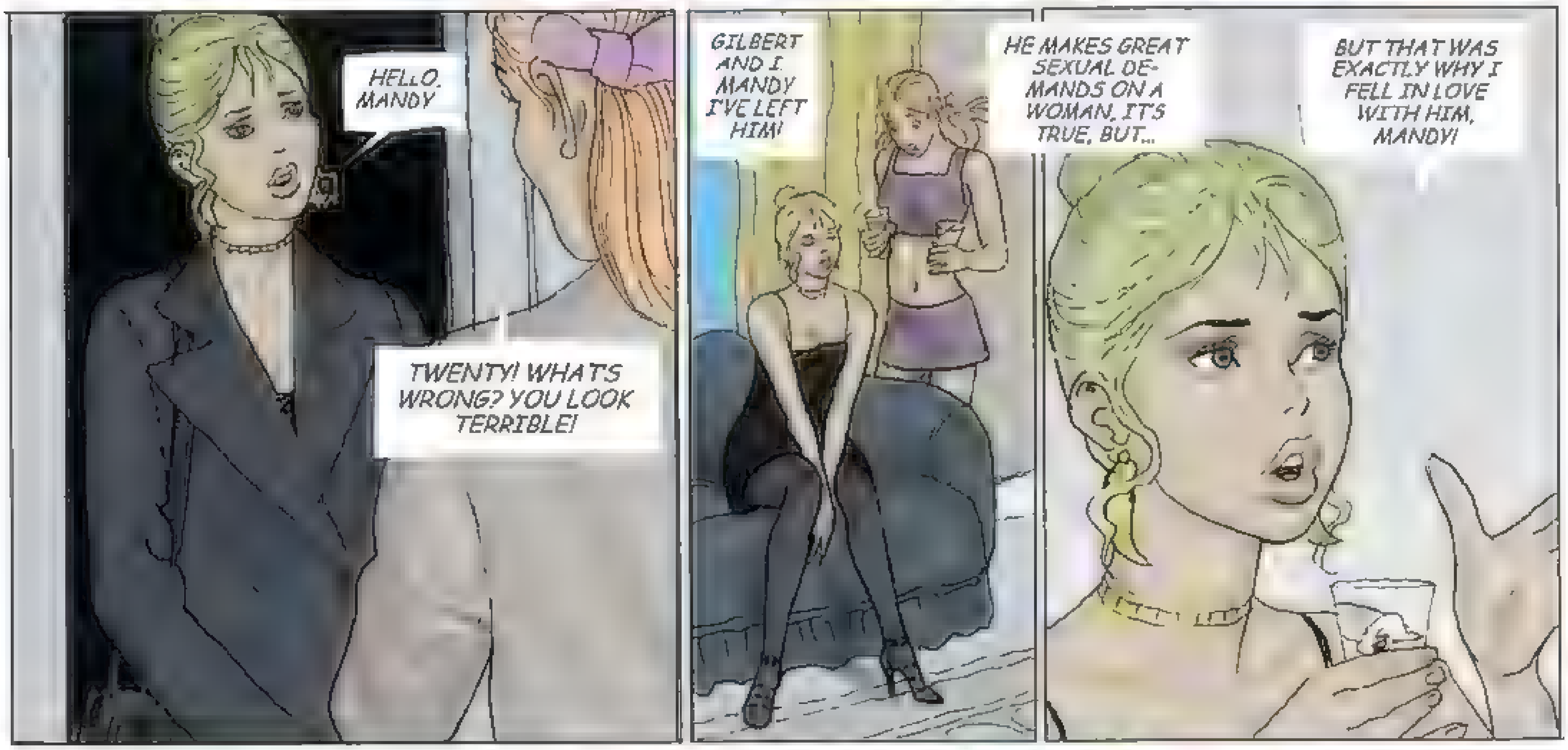


Hey, it's Lindsey. Check out our new feature. It's the story of a sheltered 18-year-old girl named Twenty whose parents are tragically killed. Her guardians take her out of convent school and send her to a new school, Cliffords—where the only subject is sex! Oh, yeah—it's set in the year 2018. So does that mean someday in the future there will be sex academies? We can only hope!

This collected story is available in book form from Last Gasp, P.O. Box 410067, San Francisco, CA 94141-0067 or www.lastgasp.com. Age statement required



I COULD FEEL THE DRIVER JAMES LOOKING AT ME IN THE REARVIEW MIRROR. I WONDERED WHAT HE WAS THINKING

AND NOW, SUDDENLY, HER GUARDIANS, MY EMPLOYERS SEND HER TO A NEW SCHOOL AND WHAT A SCHOOL! WHEN SHE RETURNS FROM CLIFFORDS.

POOR KID. PARENTS DEAD TWO MONTHS AGO IN A CAR CRASH...

SHE CERTAINLY WON'T BE THE 18-YEAR-OLD INNOCENT

THAT SHE IS TODAY

HE COULDN'T POSSIBL-

IMAGINE THE DEPRAVED THOUGHTS WHIRLING IN MY INNOCENT MIND

THOUGHTS OF A GIRL ALONE IN THE COMPANY OF A MAN OTHER THAN MY FATHER FOR THE FIRST TIME SINCE I REACHED PUBERTY

THOUGHTS THAT MADE ME FEEL AS SINFUL AS THE NUNS HAD WARNED US WE WERE

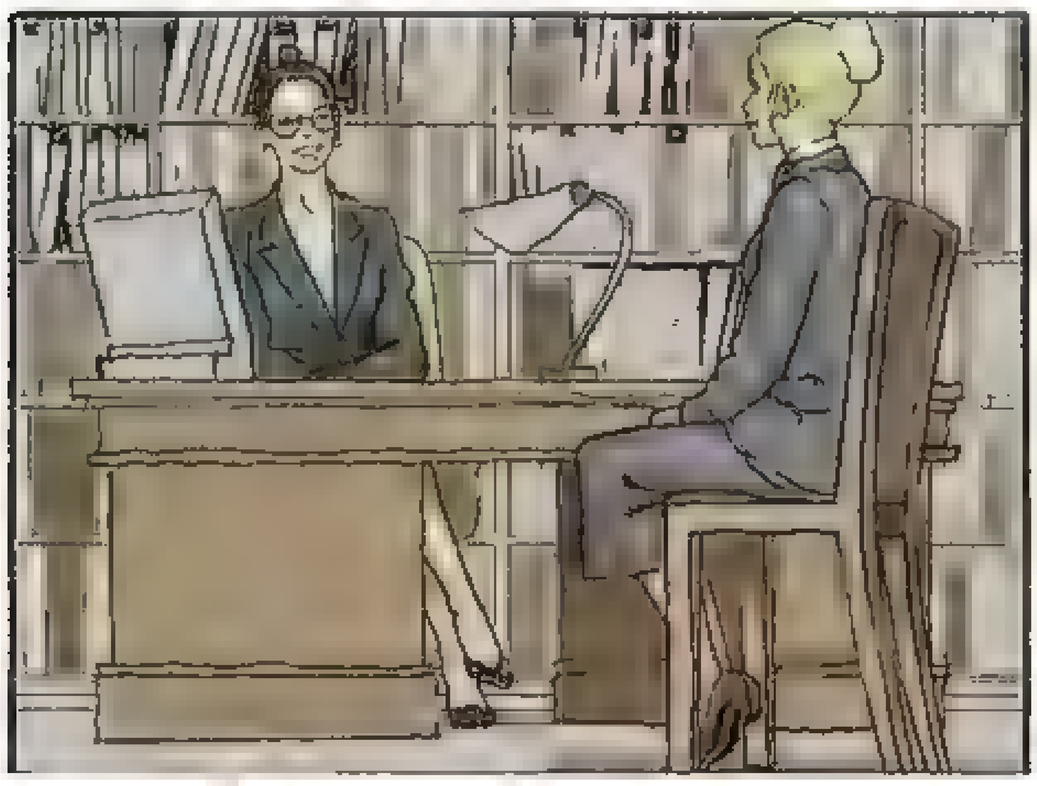
THOUGHTS THAT STRAYED INTO REGIONS

I RESERVED FOR MY MOST

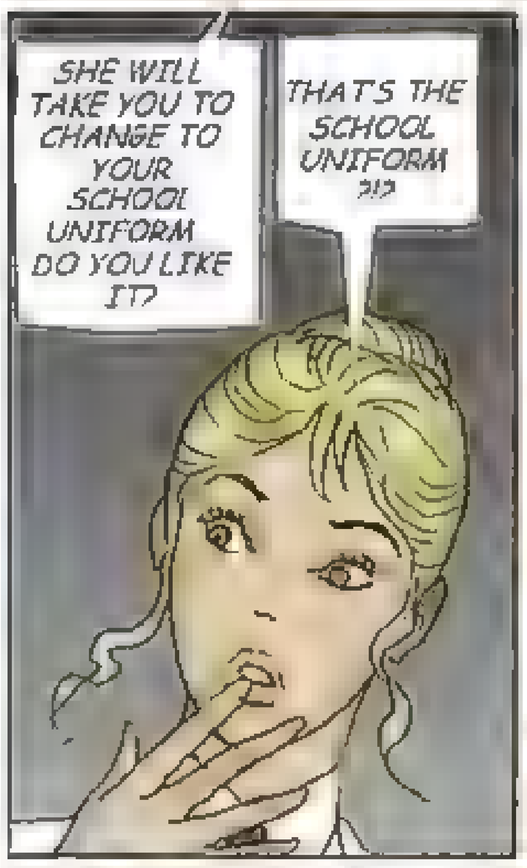
SECRET THOUGHTS MY WILDEST DREAMS

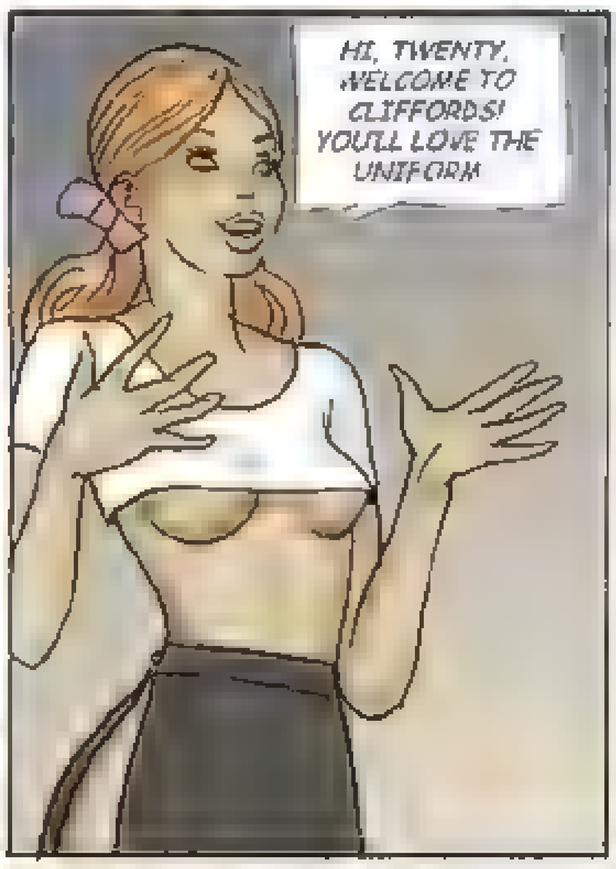
I CAN HARDLY WAIT!

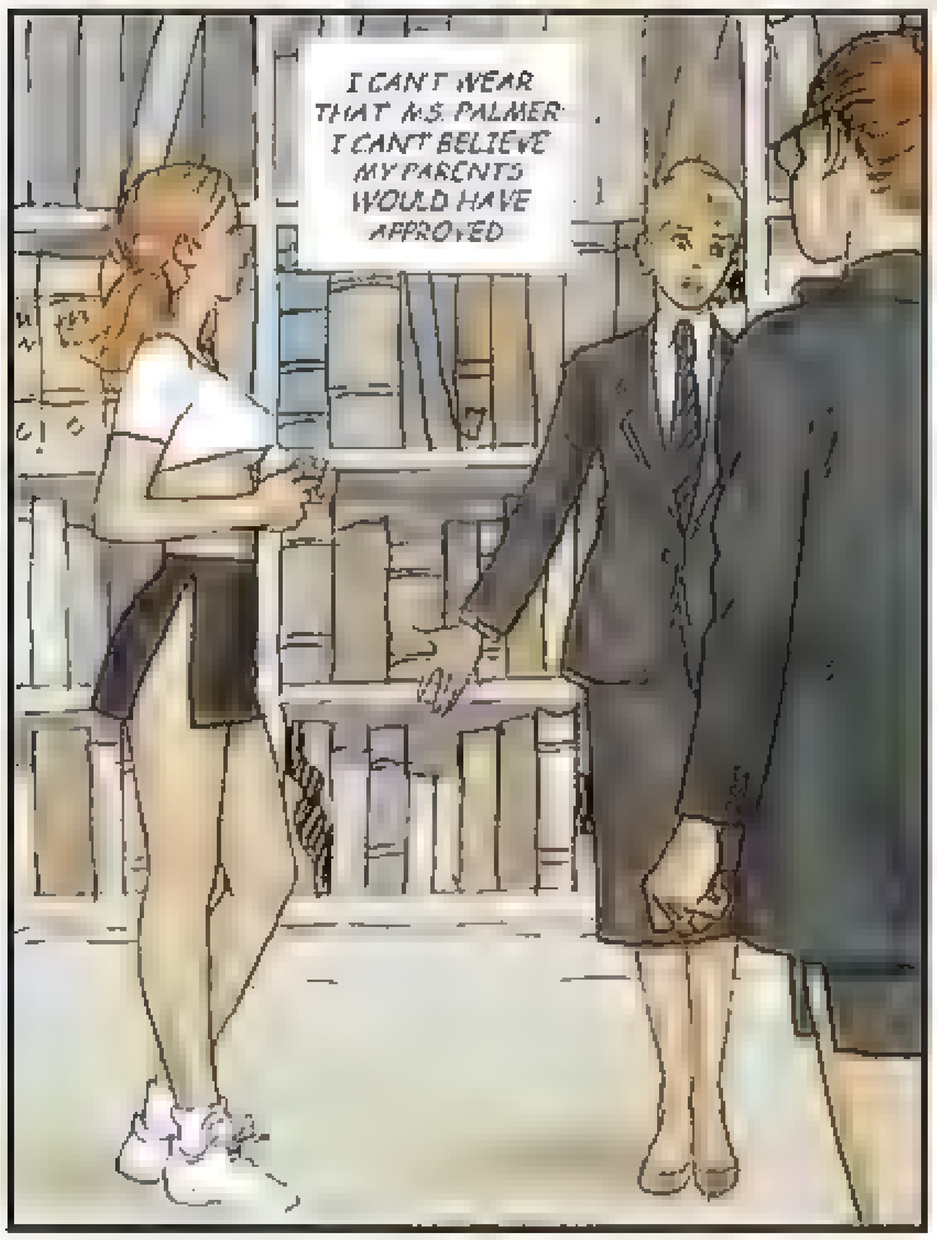
YET, WHEN JAMES HAD FETCHED MY BAGS AND I HAD MET MS PALMER (UNEXPECTEDLY WEARING A SHORT SKIRT AND PLUNGING NECKLINE) THE THOUGHT THAT I WAS SOON TO BE PLUNGED INTO AN ORGY OF UNBRIDLED DEBAUCHERY NEVER ENTERED MY HEAD. BUT HER WORDS DISTURBED ME AS SHE SPOKE OF SEX. SEX, SHE SAID WAS THE GREATEST PLEASURE OF ALL. THE NUNS HAD TOLD US THAT THE GREATEST PLEASURE WAS THE LOVE OF GOD! NOW I HEARD THAT AT CLIFFORDS I WOULD LEARN TO GIVE AND RECEIVE SEXUAL PLEASURE... I WAS THUNDERSTRUCK!

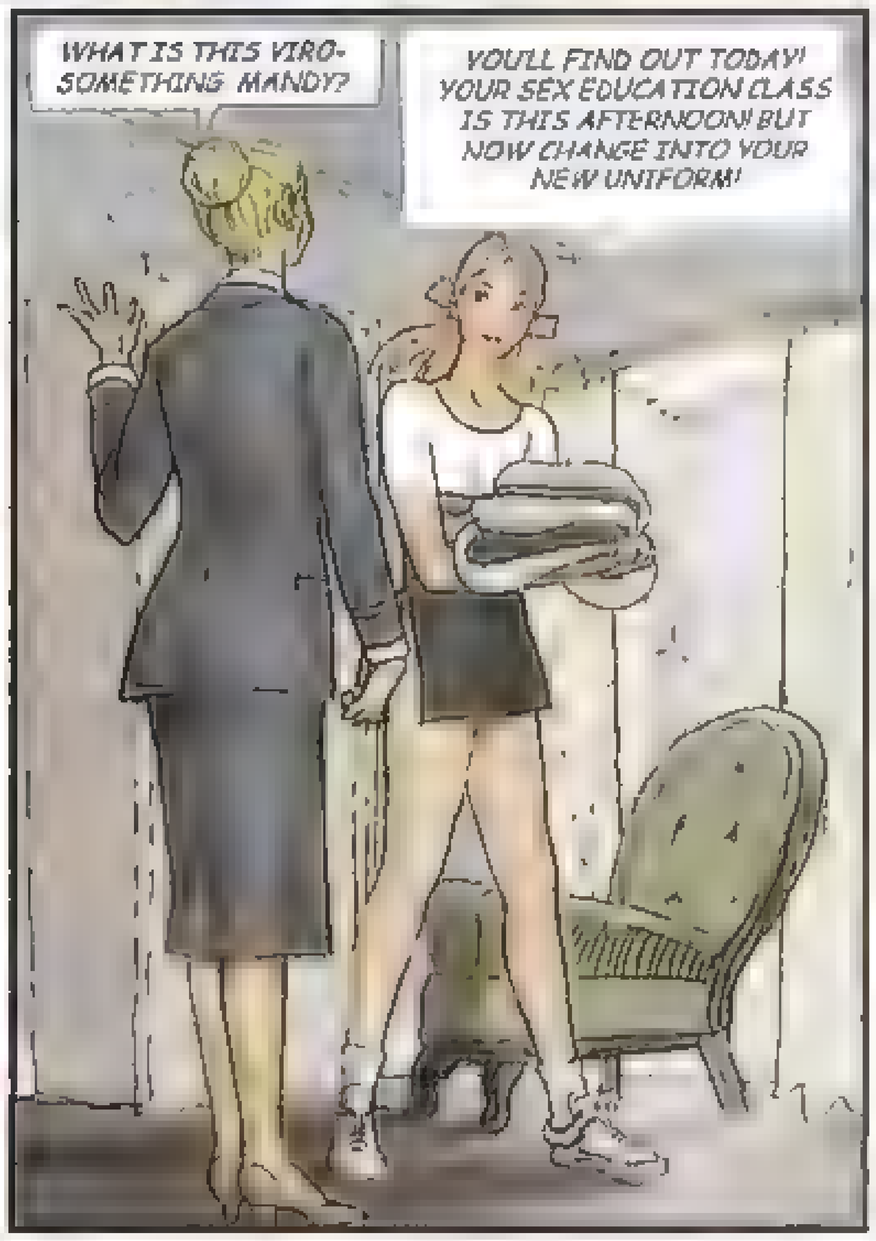


THEN YOU WALKED IN, MANDY! I WAS ASTOUNDED. I HAD NEVER SEEN ANYONE WEARING SO LITTLE!









I PROMISE THAT AS SOON AS YOU GET USED TO SHOWING OFF YOUR SWEET YOUNG BODY, YOU'LL LOVE IT!

IT'S TRUE, MY PARENTS ENCOUR AGED ME TO GO NUDE AT HOME. BUT THIS.. I WOULD FEEL I WAS OFFERING MYSELF FOR SEXUAL SIN!

HA!HA! BUT OF COURSE, YOU'LL BE!

TODAY, CLOTHES ARE AN OPEN INVITATION TO SEX... AS FOR SIN..BAH! NOW LOOK AT YOU DELIGHTFUL, SEXY, WONDERFUL!!

I CAN'T WEAR THIS! LOOK AT IT, MS. PALMER. IT MAKES ME FEEL LIKE A PROSTI-TUTE!

BUT YOU LOOK SO BEAUTIFUL IN IT, TWENTY...MEN WILL WANT TO MEET YOU... TO TOUCH YOU.. TO MAKE LOVE TO YOU... BESIDES FEELING LIKE A PROSTITUTE IS VERY DIFFERENT FROM BEING ONE SO MUCH MORE EXCITING!

I DON'T WANT MEN TO TOUCH ME SEX IS DANGEROUS.. DISEASES.. AIDS.. UNWANTED BABIES!!!HOW WOULD YOU LIKE IT?! I NOTICE YOU AREN'T WEARING REVEALING CLOTHES!!

WHEN YOU WERE 7 YEARS OLD YOUR PARENTS BY THE LAWS OF 2009 HAD TO HAVE YOU SPIRALED. THAT IS, YOU WERE IMPLANTED WITH THE OFFICIAL VG SPIRAL

IT PREVENTS MANY DISEASES ALL SEXUAL ONES AND IS ALSO A SAFE CONTRACEPTIVE! THIS MEANS YOU CAN LIVE AS ADVENTUROUS A SEXUAL LIFE AS YOU WISH (OR NOT), WITHOUT FEAR OF DISEASE OR UNWANTED BIRTHS AS TO REVEALING CLOTHES I HAVE A STRONG SEXUAL APPETITE AS YOUR REPORT TELLS US YOU HAVE SO I LIKE MY CLOTHES TO BE ADAPTABLE FOR ANY EVENTUALITY!

NOW IT'S TIME FOR YOUR SEX EDUCATION CLASS. I HOPE IT WILL PROVE.. USEFUL!

REPORT?

WHEN I GOT TO THE ROOM, A CHINESE GIRL WAS ENTERING I WAS STILL IN TURMOIL

HI! I'M LIN YOU MUST BE TWENTY

I'M REALLY LOOKING FORWARD TO THIS, AREN'T YOU?

WELL, I WAS NOT! I HAD TAKEN SEX ED AT MY OLD SCHOOL.. FLOWERS AND BEES... BUT IN ADDITION, I WAS TAUGHT THAT SEX WAS EVIL, DIRTY AND DANGEROUS SO WHAT ELSE WAS THERE FOR ME TO LEARN? WHY DID I HAVE TO COME TO THIS CLASS? I WAS SOON TO FIND OUT

MS. PARK TOLD US ABOUT THE VG BREAK-THROUGH.. ABOUT OUR VG SPIRALS, ABOUT THE FIRST SEX REVOLUTION OF THE 60S AND ITS REVIVAL TODAY

"SHE TOLD US OUR TWO DAY ENTRY MEDICAL EXAMI-NATIONS WERE TO DETERMINE OUR SEX DRIVES.

WE WERE BOTH 150%! .. AND NOW WE WOULD HAVE SOME PRACTICAL EXPERIENCE

NATURALLY, I DIDN'T BELIEVE HER! BUT SUDDENLY

THIS IS STEFAN

SHE EXPLAINED THAT HE WAS A DEMONSTRATION TOOL. ABOUT HIS PENIS HOW HANDLING IT MAKES IT HARD ENOUGH TO INSERT IN US

EVERYTHING! OUR EXCITE-MENT GREW

NOW! WHO GOES FIRST?

I WILL, MS. PARK. I WILL RESPECT MY PARENTS' WISHES.. I AM NOT A VIRGIN. I LOVE SEX AND WOULD LIKE TO BROADEN MY SKILLS IN GIVING AND RECEIVING PLEA-SURE !

AS I WATCHED, I THOUGHT HOW LITTLE SHE HAD TO LEARN WHEREAS I SOON I WAS SO EXCITED THAT, WHEN MS. PARK, NOW NUDE, REMOVED THE LITTLE CLOTHING I WORE, I HARDLY NOTICED!

AND WHEN LIN'S MOMENT CAME, I WISHED IT WAS ME!!

NOW MY DREAMS, MY FANTASIES WERE IN FRONT OF MY EYES!

I WAS EAGER FOR MY TURN

IT SOUNDS AS IF YOU REGRET IT

NOT AT ALL! I JUST RECALL THE EXCITEMENT, THE SENSE OF FREEDOM

IN FACT ALL MY BELIEFS HAD BEEN OVERTURNED IN AN AFTERNOON!

. HIS FINGERS.. HIS TONGUE IN MY MOUTH, WHERE NO OTHER TONGUE HAD BEEN BEFORE.. THE FEEL OF FLESH ON FLESH.. LIN'S SHAME-LESS ATTITUDE

MS. PARK ENCOURAGED US WITH WORDS THAT BECAME CRUDER AS OUR EXCITEMENT ROSE .

UNTIL AT LAST..

OH! AAH!

ALL THE AFTERNOON, WE FUCKED...

STEFAN HAD AMAZING POWERS OF RECUPERATION. AS I REALIZE NOW

I CAME IMMEDIATELY. AND THEN AGAIN AND AGAIN. YOU WERE ALL IMPRESSED... BUT NOT AS MUCH AS I WAS!

WHEW! SEE YOU NEXT MONDAY

ANOTHER CLASS? WHAT IS THERE LEFT TO LEARN?

THERE WILL BE TWO MEN!

NO.

REALLY?!

AAH

TWO MEN EACH!

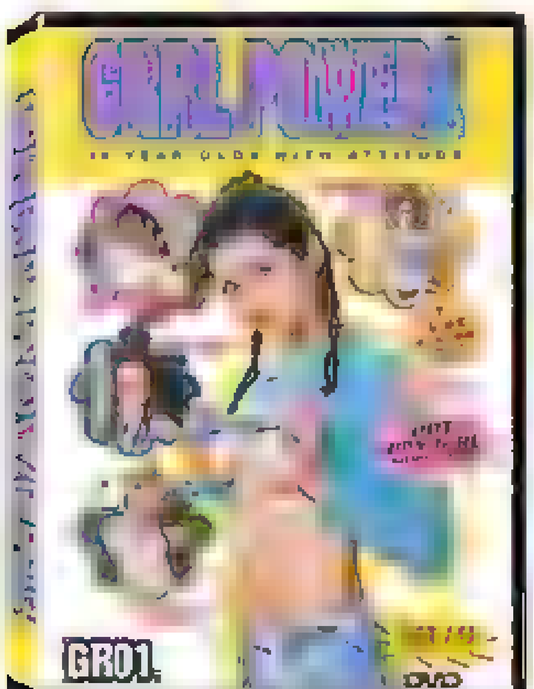
HA! HA!

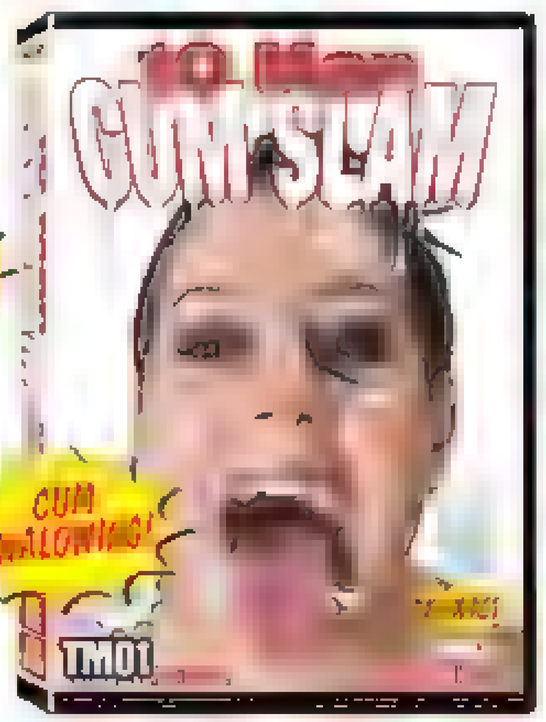
WE LOVE CLIFFORDS.. CLIFFORDS IS GREAT... TRA LA LA LA

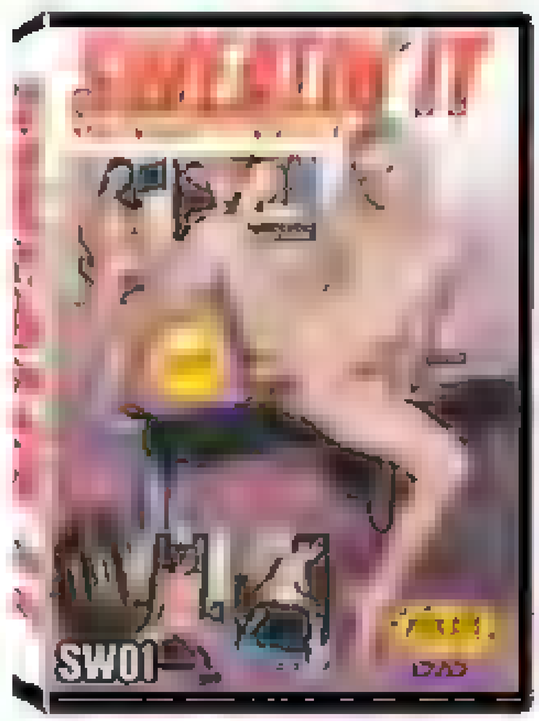
CONTINUED...

ALL NATURAL GIRLS!

KICK ASS







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Avery

BE THE BOSS OF ME

Old guys make me weak in the knees. I shouldn't say old. Just older than me.

I'm 19. Most guys my age don't have a clue. They're, like, nervous or something. They think I'm stuck-up, which is so not true. I'm just—a little shy, is what it is. Older guys—late 30s, 40s—they understand. I want a man who's in control. Someone who isn't afraid to say, "Suck my big dick." 'Cause I'll do it.

Like Mr. Hoover. He's a psychology professor at my college. I signed up for his Deviant Behavior course, and he totally gave me the hots. He has a super deep voice and black eyes, and his hair's turning gray at the temples. For the first few weeks, I was so flustered after class that I had to stop and masturbate in the bathroom. After a while, I couldn't stand it. I stayed after class one day, and I didn't even care. I just lifted my top and said, "Do you like my tits?"

That's insane, right? But it worked. Mr. Hoover drilled me right there against the lecture podium. Hard, too. He came all over my butt. I asked him, "Can we do it again?" He just looked at me through his half-rim glasses. "If you're good," he said.

I sure tried. I wrote extra-credit essays and raised my hand in class discussions. But Mr. Hoover made me wait. He's a hardass! Two weeks passed, and I was so horny, I thought I'd go out of my head. Finally, he scribbled a note in red pen on a pop quiz: *I expect you in my office at 4:00 p.m.*

Mr. Hoover didn't say hi when I arrived. He locked the door, sat behind his desk, crossed his arms and said, "Strip."

I tried to be all sexy and seductive, but Mr. Hoover had, like, no reaction. I was butt naked. He was not impressed. Then his fly went *zzzip*.

"Sit," he said, pointing at the sofa. I sat with my hands wedged between my knees, all nervous. He walked over and lifted one of my boobs. He poked his hard-on in my cleavage. He went "*Mmmmm yes*," as he slid his cock between my tits. His face was turning a little red. "Now show me your pussy," he said.

I spread my legs. Mr. Hoover nodded and slid his dick in, all the way up to the balls. He wrapped my feet around his neck and pumped. By now he was starting to sweat. Suddenly, he stopped. "Let's see your ass," he said.

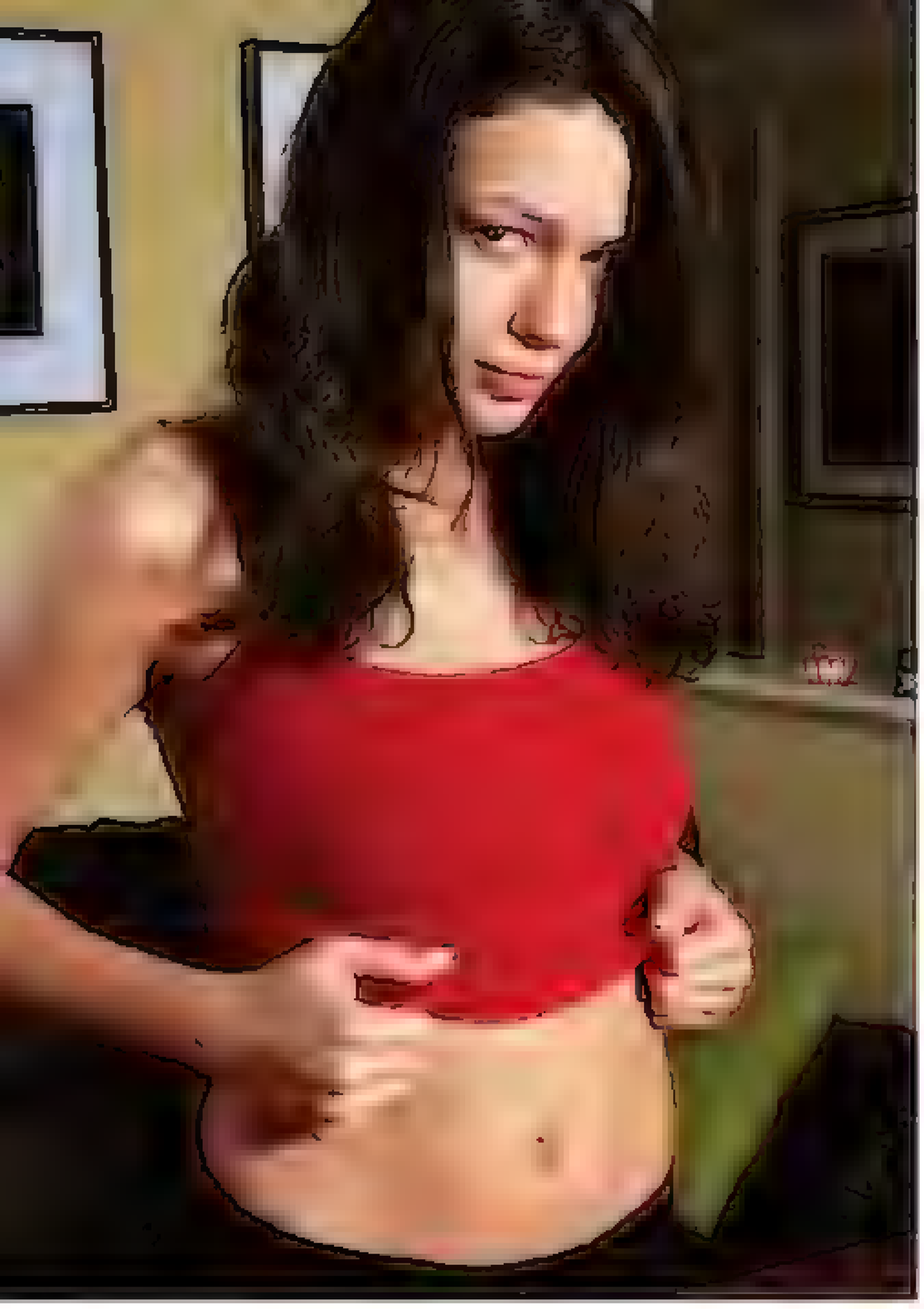
I threw my legs in the air and spread my cheeks. "No," he said. "Like this." He pulled me to the floor, and I crouched on all fours. I wiggled my butt and waited.

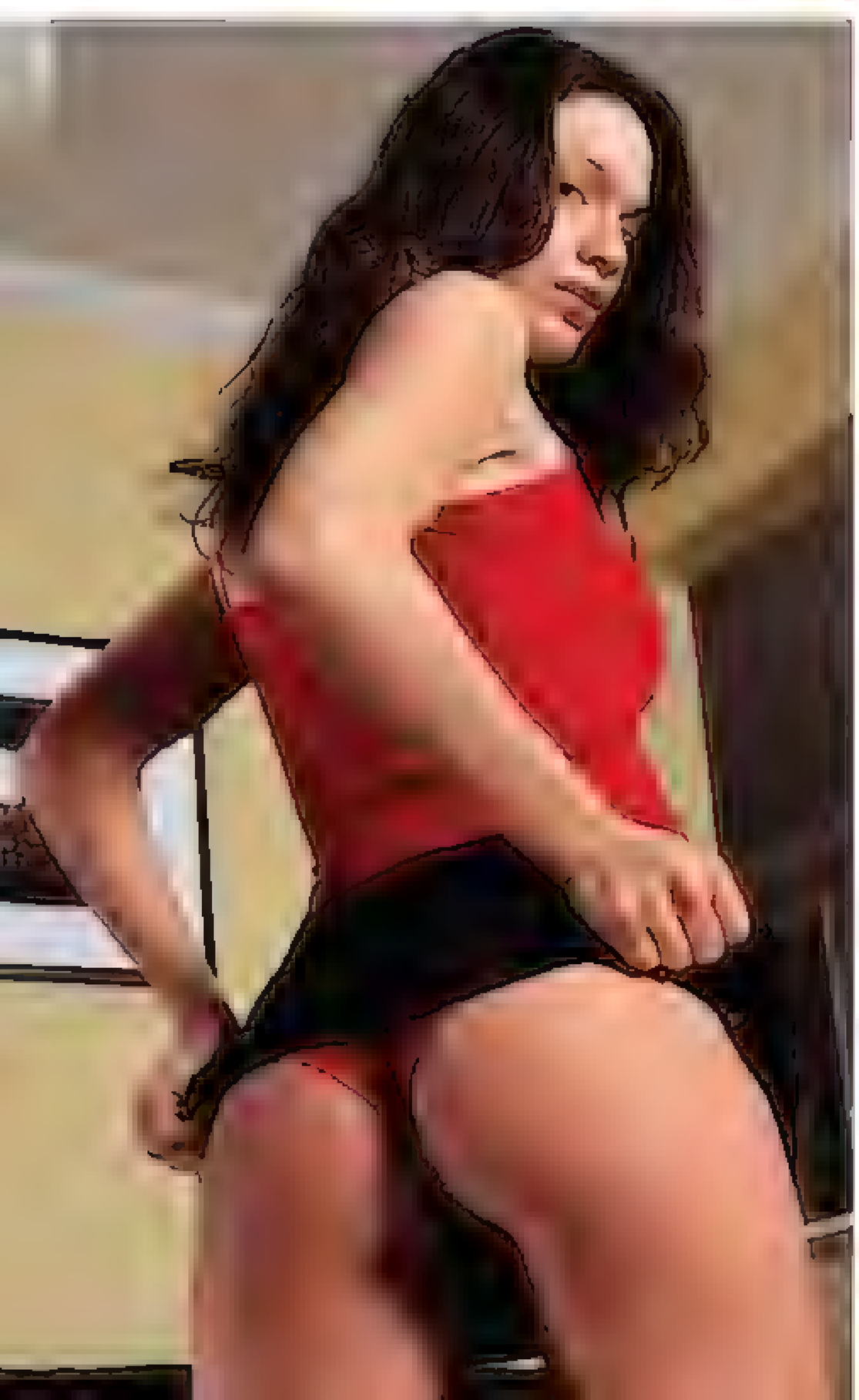
"Good," he said. He wiggled his thumb into my pooter and stroked his cock with his free hand. I'd never done it in the butt before, but I was ready to do anything for him. I wasn't scared—I read in *Cosmo* it doesn't hurt if you relax.

Mr. Hoover stuffed his dick in my mouth to lube it up a bit. Then he spit on my butthole and wedged his boner in. He was slow and gentle about it. Mr. Hoover's bossy, but he's not a brute.

Fitting it in is the tricky part. After that, it's hot sex. He could thrust as hard as he wanted, and he did. He came in my booty. I had to bite the carpet to stop from screaming when I orgasmed.

It takes a lot of self-control not to throw myself at Mr. Hoover's feet and beg for constant sex. He makes me wait for days at a time—he says I need discipline. What a mean old tease! I think I love him ★





BARELY LEGAL
TEEN QUEEN
OF THE MONTH

LACEY

Hey, it's Lacey. Our June 2006 Teen Queen was already royalty before we crowned her.

"I'm the busty-tall queen!" says Lacey, a high school senior and flag twirler captain from Tucson, Arizona. "My mom and stepdad work nights, so I always have the house to myself. I love my body and I'm not afraid to show it off. What I want?

birthday: February 2, 1988
height: 5'7"
weight: 125 pounds
debut: "Hey, Lacey, I spotted you when I left work the other day and snapped a few pics of you naked and put them on the Web site. My girl cooks were all like, 'Omigod, you must be so humiliated,' and I was like, 'Um, no—I'm hot!'
love hobby: Masturbation. I think I'm addicted to orgasms!
perfect date: I like to be mellow. Let's cook and watch a DVD and start down a big bowl of popcorn. Then get naked.
fave DVD: *Underworld*. I love scary movies.
pet peeve: Girls who have serious boyfriends but still flirt with other guys to make themselves feel better. Either have a boyfriend, or don't.
romantic status: I don't have one boyfriend that I'm in love with, but I do have special friends who are boys. I call them my dream guys. I like guys that drive trucks and work hard. Regular guys, not full of themselves.
best way for a guy to hit on you: Tell me I have nice tits. Just kidding. The best way privately is to make me laugh.
biggest turn-on: When a guy praises my nipples. I swear they're, like, directly connected to my pussy.
biggest turn-off: A bad kisser. Like, when a guy sticks his tongue all the way in your mouth and pokes around like he's looking for chicken feed or something. **favorite sexual position:** I like to be on top 'cause that's the best way for me to come. As long as the guy doesn't mind, I don't want him to think I'm bossy!
spit or swallow? Sallow.
anal philosophy: It's the worst—it hurts the first time. But you can't give up! The more you do it, the better it feels. I've done it like four times, and now I actually crave it. I get butt tingles!
to be or not to be? My best friend Shawna was 18 and never had an orgasm, if you can believe it. So I was like, "Show me how you masturbate." She took off her panties and spread her legs, but she barely touched her pussy. It turned out she never got it because she was like, "Whatever, we're bored tonight," and she left it for me. I rubbed her pussy until she came. That doesn't make me a lez—just a good friend.
most embarrassing moment: [illegible] What my pussy looked like. Mainly I was trying to find my clit. They talked about it in sex ed, but you can't really tell how to find yours from pictures in a textbook. So anyway, I had my leg up on the chair, and I was rubbing a mirror with one hand and spreading my pussy lips with my other hand, and my stepdad walked in on me! To this day he looks at me funny, like I'm a bad person.
ultimate goal: To have a family.
reason for posing: After I saw my naked photos online, I was like, *I wonder if I'm hot enough to DAILY LEGAL?* So I sent my photos in, and you guys said yes!

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Love

LAURA

BENDING OVER BACKWARD

Hi. What's up? My name's Laura. A little about me: I'm 18, I'm from Lawrence, Kansas, I'm about to graduate high school and I decided to share some pictures of myself that are a little bit on the "sexy" side. I hope you like them. Well...here I am! I'm kind of shy around guys, but I like showing off my butt. I think it's one of my best features. It definitely gets the most compliments, since I don't have much up top.

I'm a total giver. I like to please guys. If I'm with someone, I'll pretty much do anything he asks—no matter how dirty. It's weird because I would never think, like, *Yeah, I want to put whipped cream on my nipples and do a striptease*, or whatever, but once you try it, it's so much fun!

I used to date this one guy, Billy (*so* odd news, by the way), who was way into butts. Like, majorly. His big thing was, he wanted to have butt sex with me. At first, I freaked out. I was like, "Are you serious?" I was *so* nervous. I thought there was no way in heck I could do it, but I didn't want to disappoint him.

So I let Billy stick a finger up my butt. That wasn't so bad. It gave me a little buzz. It felt a lot dirtier than getting someone finger your pussy. I was excited, but I thought for sure something as big as a guy's thing was gonna hurt like a mother. But Billy totally begged me, so what could I do?

I got on my hands and knees, stuck my butt up in the air, spread my cheeks apart and braced for the worst. Billy surprised me by sliding his thingie in my pussy instead, and we started going at it pretty good. Just when he was doing me really hard, and I was going crazy with excitement, he pulled out and put his thing up my ass just like that! I felt, like, this surge of electricity all through my body. He had to go slow at first, but it was intense. Billy was so stoked. I could tell by his moans and all the dirty words he kept shouting. He was wild. That was a side of him I'd never seen.

I was just glad that I made Billy so happy. After a while, though, I started to really get into it. Butt sex is *not* as bad as everyone says it is. In fact, it's pretty awesome. I can't wait to try it again!

Now more than ever, I'm convinced that giving is its own reward. It's too bad things didn't work out with Billy, but I cherish the times we had together. Thanks to him, now I totally know how to make a guy happy. And that's the best feeling in the world.

SPOILED ROTTEN

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BARELY LEGAL

SLUMBER PARTY

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$5,000 GRAND PRIZE!

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Mia's sexy outfit leaves nothing to the imagination—thank goodness! Sadly, the same can't be said about her entry form. All we know about the newly legal Corona, California, native is, she likes riding horses, and she wants to be a teacher. Well, that and she fantasizes about having sex with her man! That's one lucky guy! Heck, those are some lucky horses! Lindsey says Mia can ride her anytime!

—photos by friend

Sage from L.A. is best buds with Kahea from our April '06 *Slumber Party*. Now that she's legal, Sage decided to get naked for the fun of it. She plans to be a veterinarian, and she likes dancing and bowling. So far, she's only been with men, but she wants to be with a woman. Being eaten out is her fave, but she loves giving head, too! Her darkest fantasy is "just plain being taken advantage of."

—photos by friend

AMATEUR PHOTO CONTEST ★ WIN $5,000 CASH!

model release ✻ entry form

To enter BARELY LEGAL *Slumber Party* you must be 18 years of age or older at the time the photographs, transparencies or digital images were taken, and you must fill out and send this entire release and a legible COLOR photocopy of a valid government-issued driver's license, passport or state ID card (with photo, date of birth and signature). Provide photocopy, not original. All entries must include sharply focused color prints, transparencies or digital images. All photos become the unreturnable property of LFP Publishing Group, LLC, which buys all rights in perpetuity to photos we purchase. Win $250 if we publish your photo, and win the chance to be in an extended pictorial worth $5,000. Send photos, identification and this release to BARELY LEGAL *Slumber Party*, 8484 Wilshire Blvd., Suite 900, Beverly Hills, CA 90211. **Contest not open to residents of Arizona.** Contest void where prohibited. No purchase necessary.

Model's name	Name to be published	Reasons I am most likely to succeed in life
Date images were produced (Month/Day/Year)	Date of birth	Career ambitions
Phone (include area code)	Model's Social Security number	Hobbies
Personal e-mail address		Sexual fantasies (include separate sheet if necessary)
Address		
City	State Zip	

I hereby declare under penalty of perjury that I am the individual depicted in the photographs, transparencies or digital images submitted with this model release/entry form and that I was at least eighteen (18) years of age at the time I posed for the photographs, transparencies or digital images submitted herewith. I authorize LFP Publishing Group, LLC to disclose this information as required by law.

Model's legal signature Date (month/date/year) (use separate sheets for more than one model)

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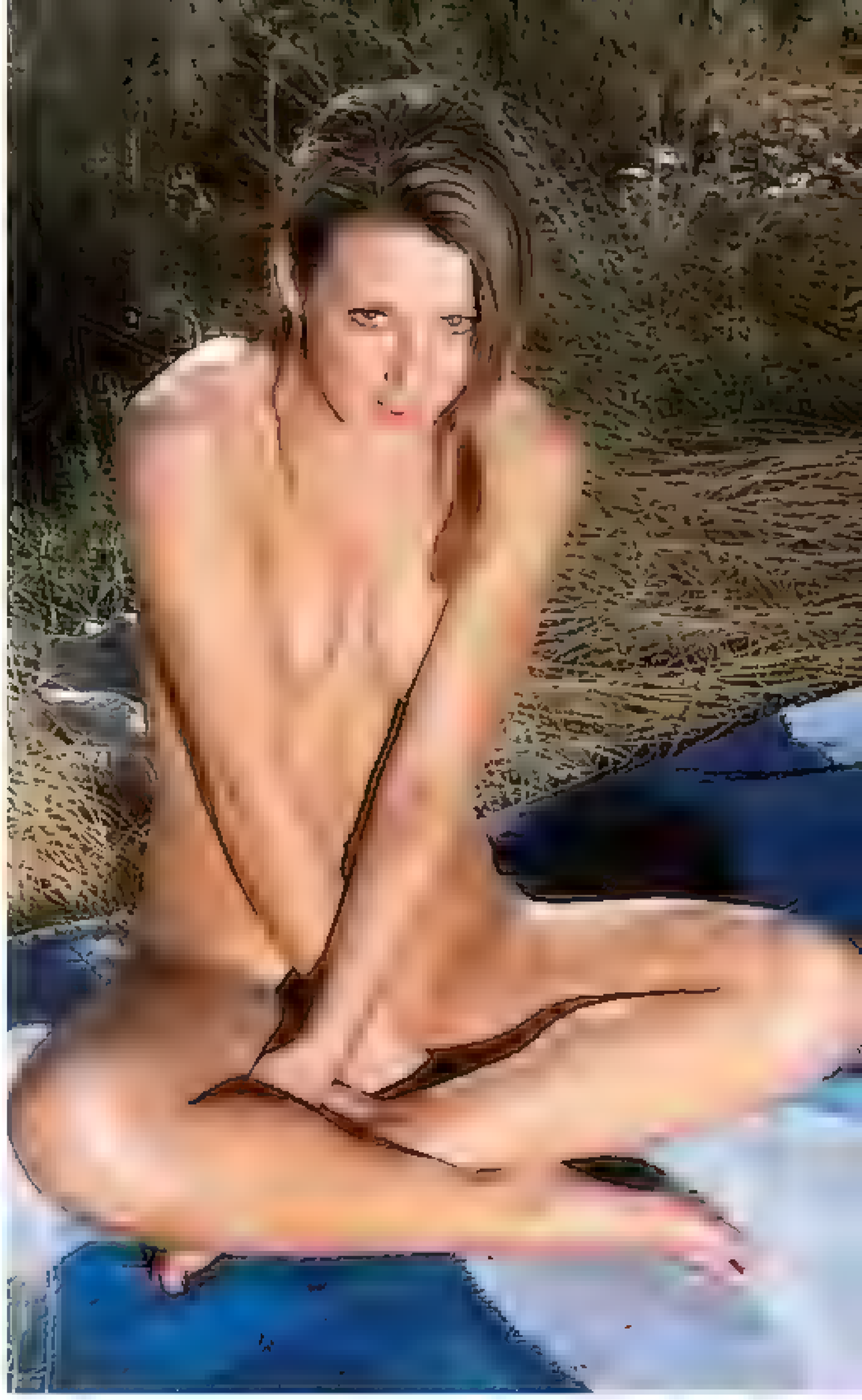
sierra

WIDE-OPEN SPACES

Hi, guys! BARELY LEGAL intern Sophie here with my friend Sierra. She's 18 and grew up in Montana—she's one of those outdoorsy types. She enjoys torturing me

sierra: Why are you so, like, against nature?
sophie: Hello, it's one thousand degrees out here, and there are bugs *everywhere*.
sierra: Omigod, you saw *one bee*!
sophie: Whatever. I hate it. The air smells like horse turds. Anyway. I haven't seen you in, like, weeks. What are you doing these days?
sierra: Not too much. Hiking. Studying astrology. Learning guitar—remember I told you about my friend Dave?
sophie: The hippie?
sierra: He's not a hippie. He's just—*cool*. He's teaching me songs. I'm learning to play "Stairway to Heaven."
sophie: Omigod. How old is Dave? Fifty?
sierra: Thirty-three
sophie: Is he your boyfriend?
sierra: No.
sophie: You're lying. I can tell. You turn pink.
sierra: We're friends. It's no big deal. I mean there was a BJ—
sophie: Wait, *what*?
sierra: What's the big deal?
sophie: I remember you used to tell me you would never blow a guy you didn't love, like, in a totally serious way
sierra: I *do* love Dave. As a friend. Sex doesn't have to be so serious. I understand that now. Sex is *expressive*, you know? Like, sometimes I'll climb on top of Dave and ride him just like a pony, and I feel so free.
sophie: So, you also have *sex* with Dave
sierra: Sure. Doggy-style especially. Isn't that your fave?
sophie: It's a tie between doggy and, like backward riding
sierra: Yeah, that's fun, too. I've tried a lot of things. Like, Ryan, he taught me—
sophie: Who's Ryan?
sierra: Dave's roommate. I didn't tell you about him? When we first had anal sex, he said—
sophie: *What?*! You told me you'd *never* do it in the butt. I thought you were crazy
sierra: I didn't know. Ryan was like, "Your ass was made for loving." And he's right. Sure, it's a little awkward at first, like, you think you're almost pooping, but once the guy is in, like, *way* in the butt, there are all kinds of nerves and things.
sophie: Well, I'm just glad you figured it out.
sierra: The first time we ever did it, I came Totally in my ass! It was great
sophie: Wow! A lot of girls have to try a few times before ass-gasming
sierra: I'm lucky. Anal rules.
sophie: I miss it. It's been ages.
sierra: Also, there was this one time, Dave watched Ryan and me. That was great. At first I was nervous, like it would be embarrassing, but it was really cool, actually
sophie: You're such a slut all of a sudden!
sierra: Dave watched Ryan do me in the butt, and he liked it a lot. He was totally jacking off, and I felt like he shouldn't be left out, so I sucked his dick
sophie: That's not watching, that's a three-way!
sierra: Whatever you want to call it, it was cool. Like, *Look! Two penises all for me!* Seriously, how often does that happen?
sophie: Not often enough.
sierra: I know! I mean, if you'd told me a few weeks ago, "Sierra, you're going to totally rage on two dicks at once," I would have been like, "Shut up." I would have thought you were insane. But there I was, my mouth all stuffed, drool dripping down my chin, my butt throbbing like crazy. What's really nuts is, they splooged almost at the same time exactly!
sophie: No way
sierra: First Dave, *splurt*! Right in my mouth Then before I could finish swallowing, *squirt*! My tooter was full
sophie: You're so gross
sierra: You're jealous
sophie: I am, actually
sierra: It rocked. But it's mellow, too—you know, the whole, like, relationship thing? Because there's nothing exclusive with me and Ryan or me and Dave. For real, they are just like my best guy buddies.
sophie: What about all the romance and the fairy-tale wedding you used to dream about?
sierra: Just because I love penises doesn't mean I don't believe there's one true love for me. Besides, love comes in lots of different packages. If you know what I mean. ★



Kim & Juliana GAME ON!

Hey, guys! Megan the intern here. Kim (on the left) and Juliana are like the epitome of BARELY LEGAL girls. They're 18, sexy and able to make their own fun

juliana: Kim and I are best friends forever. We're so much alike, we could be twins! Thank goodness we're not, though, or we wouldn't be able to sleep together.

kim: Juliana's boobs are so great, I just love to honk them! I also love to eat her out. We call it making mouth whoopee—we heard it on *The Simpsons* once!

megan: Are you guys, like, lesbians or just best friends with benefits?

juliana: We're not lesbians! Not that there's anything wrong with that. Kim even has a boyfriend. But he doesn't know about us. I mean, he knows we're friends, but that's it.

kim: *Well.*

juliana: Kim! You told?

kim: No! But I couldn't help it. Brian and I started opening up and talking about our fantasies and stuff, and his was to be with two girls at the same time. When I blurted out that it was okay by me, he got a little suspicious.

megan: What was your fantasy, Kim?

kim: Mine is to be with a guy and a girl at the same time.

megan: So you and Brian are a perfect match! You just need a girl to volunteer. How about it, Juliana?

juliana: Well, *maybe.* I would feel weird doing stuff to Kim's boyfriend right in front of her, though.

megan: It wouldn't be like cheating. At least it's not behind her back!

juliana: That's true.

kim: It would be so rad to be with my boyfriend and my best friend at the same time. I imagine, like, eating her out while he does me from behind. It even turns me on to think about, like, her giving him a blowjob. I bet that would be hot!

juliana: *Gawd!* You're such a perv! I don't know...

megan: Okay, then I volunteer!

kim: Awesome!

juliana: Hey, wait a minute! I didn't say I *wouldn't* do it.

kim: All right, cool. Let's do it.

megan: Juliana looks a little pale.

juliana: Well, I'm nervous. But I totally want to do it. I can't wait, in fact! I'm going to suck Brian's balls right in front of you, Kim!

kim: Omigod, I am so wet right now. I'm calling Brian. [*Whips out her cell phone.*]

megan: Wow, I can't believe I just saved you guys's relationship. I'm the BARELY LEGAL Dr. Phil! ★

photography by markham

Stormtech

"We call it making
mouth whoopee."

BARELY LEGAL BOX OFFICE

WE GIRLS AT BARELY LEGAL THINK THE BEST PERSON TO JUDGE THE REALNESS AND HOTNESS OF A LEGAL-TEEN VIDEO IS A REAL, HOT LEGAL TEEN. HERE TO REVIEW THE LATEST RELEASES IS THIS MONTH'S GUEST CRITIC, LACEY.

DREAM TEENS #4

★★★½

LAME; BUT BETTER THAN DOING HOMEWORK ★

GOOD ENOUGH TO COME WITH THE HELP OF A FINGER. ★★★

[illegible] ★★

THE BARELY LEGAL [illegible] ★★★★½

Directed by Hannah Harper; starring Leah Luv, Memphis Monroe, Taryn Thomas, Alicia Alighatti, Anna Pierceson, Jenner, Rick Masters, Lee Stone, Nick East, Alec Knight, Trick Dixxon and Bad Bob.
DVD: Sin City Teen.

Dream Teens #4 has an all-star cast, but the best thing about these girls is, they go all out. At first, I was miffed that my crush Memphis Monroe had to share her scene with Taryn Thomas, but I couldn't stay mad at Taryn. She looks sweet as can be, but watch out! She's an animal in the bedroom. Memphis and Taryn work really well together. Memphis even talks dirty! The sex throughout is really hard—and loud!—but almost *too* rough for my taste. (I know, I'm a wuss!) I mean, every girl except Memphis does anal! Taryn does a whole 'nother scene just to have butt sex. Leah Luv gets choked by her guy. Anna Pierceson gets pawed by two guys at once, but she loves it! Alicia Alighatti has the bluest eyes on the planet, plus a seriously hot bod. I was *not* expecting butt sex from someone as dreamy as her, but *hello!* Apparently she's not that innocent. *Dream Teens #4* isn't as romantic as, say, *The Notebook*, but that's cool. It's more like a big action movie with tons of explosions and lots of cursing. Must be a guy thing.

Dream Teens #4: Sorry, Taryn, it's Memphis's turn.

Dream Teens #4: Alicia looks as shocked as we are.

Dream Teens #4: Hey, Taryn! Anna has an extra guy.

BARELY LEGAL #54: Charlotte's service with a smile.

BARELY LEGAL #54: Charlotte's available over the counter.

BARELY LEGAL #54

★★★★

Directed by Erica McLean; starring Memphis Monroe, Charlotte Stokely, Tiffany Holiday, Victoria Sweet, Madison Lynn, Derrick Pierce, Chris Cannon, Alec Knight, Gino Rafael and Kyle Moore.
DVD and VHS: HUSTLER Video.

I'm crushing hard on Memphis Monroe lately, and the busty blonde looks her absolute hottest in *BARELY LEGAL #54*. Wow! Memphis does a sexy pole dance, but she's too shy to do it naked—even though her awesome boobs are practically falling out of her top. She gives a killer blowjob, and, by the end, she's holding onto the stripper pole for dear life as she's being bonked from behind. Besides Memphis, there's also the absolute gorgeousness that is Charlotte Stokely. *Omigod*, she's crazy hot. But she's not above workin' it in a super-short jean skirt that her scrumptious butt just hangs out of. Sassy little Tiffany Holiday sports a sexy cowgirl outfit, and she takes it deep in her mouth and pussy. But Victoria Sweet has the best skills. She's amazing in bed, even though she's barely old enough to have sex. Plus I love it how Madison Lynn's eyes light up once she sees Chris Cannon's thingie. Assuming you're not already a big fan of all these girls, you will be once you see them in action in *BARELY LEGAL #54*.

BARELY LEGAL #54: Madison's the life of the party.

BARELY LEGAL #54: Memphis is 18—and so are the twins!

Jade

BED HEAD

Hey, guys! I'm Jade. Are you ready to have some fun? I know I am! First of all? This is *soo* unlike me. I mean, I'm all about fun, but we're talking, like, the good, clean kind. I like hanging with my friends, going online, rocking out on my iPod and generally acting like a dork. Now I'm showing my butt, and I don't care! This is the most exciting thing I've ever done!

Honesty, I don't need a lot of convincing to take all my clothes off and touch myself. I'm a chronic masturbator. I've been a total good girl for 18 years now, but secretly I'm a sex fiend. I want it bad, like, all the time. The problem is there's never a guy around when you need one!

Mostly, I'm into nice, sweet, kind of geeky guys. You know, smart, maybe a little shy. Macho guys are such a turn-off. Especially if the guy's a player. But I have these totally dirty fantasies where a guy is, like, all rough with me and stuff, and he just takes me and totally has his way with me. But it's only a fantasy. In real life, that might be too scary!

I've had a couple boyfriends, and I *love* to please them. I got super good at giving blowjobs—I got skills! I can swallow and everything. The only time I gagged was when my last boyfriend, Jake, tried to shove his entire thing in my mouth.

Rule one—you have to learn how to swallow cum when you still live with your parents! Trust me. Otherwise, your mom'll notice suspicious stains when she does the laundry. The first time I gave Jake a hummer, I didn't know what to expect, and he totally splooged all over my bedspread! Rule two—the best place to give head is in the shower. That way, you don't make a mess! I don't love the taste, exactly, but I love the way it feels to swallow. Just making a guy come is such a turn-on! I'm getting all frisky just thinking about it.

I love to give, but that doesn't mean I don't like to receive! Jake was so good at making *me* come, too! Regular sex with him on top was awesome, but doggy-style was the best thing ever! He was just, like, in total control, and I love that—maybe a little too much! Did you know girls can come, too? I didn't until Jake totally banged me hard from behind one time. *Whoosh!* The bed was soaked. There was no covering that up! But I didn't get busted. My parents just thought I had an accident. I know, it's so embarrassing that I could totally die, but it beats getting caught having sex. My parents still think I'm a good girl, and that's what counts—at least until I'm out of the house! ★

photography by jana krenová

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"I'm a chronic masturbator."

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Next month in BARELY LEGAL!

Jordana: "Run your fingers through my down-there hair."

Cutie-pie Kelleigh, our Teen Queen of the Month.

Promise: We swear you'll love her booty.

Charlotte Stokely: Porn girl next door.

BARELY LEGAL's July issue is on sale May 16, 2006